

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

LEVERAGED INNOVATIONS, LLC,

Plaintiff,

v.

NASDAQ OMX GROUP, INC.,
NASDAQ OMX BX, INC.,
NASDAQ OMX BX EQUITIES, LLC,
NASDAQ OMX PHLX, INC.,
THE NASDAQ STOCK MARKET LLC,
PROSHARE ADVISORS LLC,
PROSHARES TRUST I, and
PROSHARES TRUST II,

Defendants.

C.A. No. 1:11-cv-03203 (KBF)

**DECLARATION OF AMY R. DOBERMAN IN SUPPORT OF THE MOTION OF
DEFENDANTS PROSHARE ADVISORS LLC, PROSHARES TRUST, AND
PROSHARES TRUST II FOR PARTIAL SUMMARY JUDGMENT THAT A
MAJORITY OF CLAIMS ARE BARRED BY A COVENANT NOT TO SUE**

I, Amy R. Doberman, hereby declare as follows:

1. I am General Counsel for ProShare Advisors LLC. I commenced employment at ProShares in April 2009.

2. I submit this Declaration in support of the Motion Of Defendants ProShare Advisors LLC, ProShares Trust, And ProShares Trust II's For Partial Summary Judgment That A Majority Of Claims Are Barred By A Covenant Not To Sue.

3. The facts stated in this Declaration are based on my personal knowledge.

4. ProShare Advisors serves as a sponsor of and investment advisor to the ProShares Trust.

5. ProShares Trust and ProShares Trust II collectively offer a total of 131 Exchange Traded Funds ("ETFs"). ProShares Trust, created in 2006, offers 113 ETFs. ProShares Trust II, organized in 2008, offers 18 ETFs.

6. Of the 113 ETFs now offered by ProShares Trust, 64 were listed on the American Stock Exchange prior to its acquisition by the New York Stock Exchange. As a result of the acquisition of the American Stock Exchange, those 64 ETFs were delisted from the American Stock Exchange and relisted on NYSE Arca, where they are currently listed today.


7. 63 additional ETFs offered by ProShares Trust and ProShares Trust II were launched subsequent to the acquisition of the American Stock Exchange and are currently listed on NYSE Arca. Of those 63 ETFs, 45 are part of ProShares Trust and 18 are part of ProShares Trust II.

8. Of the total of 131 ETFs collectively offered by ProShares Trust and ProShares Trust II, 127 ETFs are currently listed on NYSE Arca. (These 127 ETFs listed on NYSE Arca include 109 ETFs offered by ProShares Trust and 18 ETFs offered by ProShares Trust II.) Of the 131 ETFs collectively offered by ProShares Trust and ProShares Trust II, only the remaining 4 ETFs (all offered by ProShares Trust) are currently listed on a different exchange, NASDAQ.

9. Those 4 ETFs listed on NASDAQ represent approximately 1.5% of ProShares' ETF assets.

I declare under penalty of perjury that the foregoing is true and correct to the best of my personal knowledge.

Executed on February 24, 2012




Amy R. Doberman

at

Bethesda, MD

CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of February 2012, I caused to be electronically transmitted a true and correct copy of the above document to the Clerk of the Court using the ECF system for filing and transmittal of a Notice of Electronic Filing to counsel of record.



Amanda Wicker